

HELM

FINANCIAL CORPORATION

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VIA FEDERAL EXPRESS

202-245-0245

RECORDATION NO. 25701-R FILED

April 13, 2007

APR 16 '07

1-24 PM

Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD



RE: Partial Termination of Security Agreement dated as of April 10, 2007 ("**Partial Termination**"), by Credit Suisse ("**Credit Suisse**"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("**MergerCo**"); Long Haul Holding Corp., ("**Holdings**"); Helm Financial Corporation ("**HFC**") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**")

Dear Mr. Williams:

On behalf of the Loan Parties, Helm Financial Corporation submits for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm:

Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of Credit Suisse:

Credit Suisse
Eleven Madison Avenue
New York, NY 10010-3629

Equipment:

100 Coal Gondola Railcars; LFCD 145416-145523 (Not Sequential)

Please record this Partial Termination as a supplemental agreement to STB Recordation No. 25701 filed on July 8, 2005 at 3:20 PM. The filing fee of \$34.00 is enclosed.

Summary: Partial Termination of Security Agreement dated as of April 10, 2007, by Credit Suisse ("**Credit Suisse**"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("**MergerCo**"); Long Haul Holding Corp., ("**Holdings**"); Helm Financial Corporation ("**HFC**") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**") for 100 coal gondola railcars; LFCD 145416-145523 (Not Sequential), to be filed as a supplemental agreement to STB Recordation No. 25701.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

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Enclosures (2)

APR 16 '07

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PARTIAL TERMINATION OF
SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of April 10, 2007, and is made by CREDIT SUISSE ("Credit Suisse"), as the Collateral Agent ("Collateral Agent") for the Secured Parties (as defined in the GCIA described below), for the benefit of ORIENT EXPRESS ACQUISITION COMPANY, a California corporation ("MergerCo"); LONG HAUL HOLDING CORP., a Delaware corporation ("Holdings"); HELM FINANCIAL CORPORATION, a California corporation ("HFC"); and the Subsidiary Loan Party HELM LOCOMOTIVE LEASING CORPORATION (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties").

1. **Recitals.** HFC owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "Units"). HFC has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005, between the Loan Parties and the Collateral Agent (the "Memorandum"), as filed with the Surface Transportation Board of the Department of Transportation ("STB") on July 8, 2005 at 3:20 p.m. under Recordation No. 25701. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "GCIA") dated as of July 8, 2005, among the Loan Parties, the Collateral Agent, Credit Suisse, as TLB/RC Agent (as defined therein) and Credit Suisse, as TLC Agent (as defined therein).

HFC intends to sell the Units to a third party (the "Sale") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, HFC requests the Collateral Agent to terminate the lien and security interest in the Units created by the Memorandum and the GCIA.

2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCIA. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

CREDIT SUISSE, Cayman Islands Branch,
as Administrative Agent and Collateral Agent.

By: 

Print Name: JAMES MORAN NUPUR KUMAR
MANAGING DIRECTOR ASSOCIATE

Its: _____

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On April 10th, 2007, before me, James Moran / Nupur Kumar, personally
appeared MANAGING DIRECTOR, Associate of CREDIT SUISSE,
Cayman Islands Branch.

X personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Tannia Barrientos

SIGNATURE OF THE NOTARY

TANNIA BARRIENTOS

NOTARY PUBLIC, STATE OF NEW YORK

No. 01BA6121581

QUALIFIED IN QUEENS COUNTY

MY COMMISSION EXPIRES JAN 18, 2009

[Notarial Seal]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of April 10, 2007

THE UNITS

Equipment Description: One hundred (100) coal gondolas.

Mark	Number	Mark	Number	Mark	Number	Mark	Number
1 LFCD	145416	26 LFCD	145443	51 LFCD	145469	76 LFCD	145497
2 LFCD	145417	27 LFCD	145444	52 LFCD	145470	77 LFCD	145499
3 LFCD	145418	28 LFCD	145445	53 LFCD	145471	78 LFCD	145500
4 LFCD	145419	29 LFCD	145446	54 LFCD	145472	79 LFCD	145501
5 LFCD	145420	30 LFCD	145447	55 LFCD	145473	80 LFCD	145502
6 LFCD	145421	31 LFCD	145448	56 LFCD	145474	81 LFCD	145503
7 LFCD	145422	32 LFCD	145449	57 LFCD	145475	82 LFCD	145504
8 LFCD	145423	33 LFCD	145450	58 LFCD	145477	83 LFCD	145505
9 LFCD	145424	34 LFCD	145451	59 LFCD	145478	84 LFCD	145506
10 LFCD	145425	35 LFCD	145452	60 LFCD	145479	85 LFCD	145507
11 LFCD	145426	36 LFCD	145453	61 LFCD	145480	86 LFCD	145508
12 LFCD	145427	37 LFCD	145454	62 LFCD	145481	87 LFCD	145509
13 LFCD	145428	38 LFCD	145455	63 LFCD	145482	88 LFCD	145510
14 LFCD	145429	39 LFCD	145456	64 LFCD	145483	89 LFCD	145511
15 LFCD	145430	40 LFCD	145457	65 LFCD	145484	90 LFCD	145512
16 LFCD	145432	41 LFCD	145459	66 LFCD	145485	91 LFCD	145513
17 LFCD	145433	42 LFCD	145460	67 LFCD	145486	92 LFCD	145515
18 LFCD	145434	43 LFCD	145461	68 LFCD	145487	93 LFCD	145516
19 LFCD	145435	44 LFCD	145462	69 LFCD	145488	94 LFCD	145517
20 LFCD	145436	45 LFCD	145463	70 LFCD	145489	95 LFCD	145518
21 LFCD	145437	46 LFCD	145464	71 LFCD	145490	96 LFCD	145519
22 LFCD	145438	47 LFCD	145465	72 LFCD	145491	97 LFCD	145520
23 LFCD	145439	48 LFCD	145466	73 LFCD	145492	98 LFCD	145521
24 LFCD	145440	49 LFCD	145467	74 LFCD	145495	99 LFCD	145522
25 LFCD	145442	50 LFCD	145468	75 LFCD	145496	100 LFCD	145523